

Date of submission: 20th April, 2022

To, The Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code – 539551	To, The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051 Scrip Code- NH
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Dear Sir/Madam,

Sub: Quarterly Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report of the Company on Corporate Governance for the Quarter ended on March 31, 2022.

This is for your information and records.

Thanking you.

Yours faithfully
For **Narayana Hrudayalaya Limited**



Sridhar S
Group Company Secretary, Legal & Compliance Officer

Encl.: as above

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: NARAYANA HRUDAYALAYA LIMITED

2. Quarter ending: 31ST MARCH, 2022

I. Composition of Board of Directors													
Title (Mr./Ms.)	Name of the Director	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Whether Special Resolution passed? [Refer Regulation 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure*	Date of Birth	No. of Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of Independent Directors in listed entities including this listed entity (in reference to Regulation 17A(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Devi Prasad Shetty	Chairman & Executive Director	19.07.2000	29.08.2018	-	-	-	-	08.05.1953	1	-	-	-
Mr.	Emmanuel Rupert	Managing Director & Group CEO	11.02.2019	-	-	-	-	-	29.12.1967	1	-	1	-
Mr.	Viren Prasad Shetty	Executive Director & Group COO	10.04.2008	29.08.2018	-	-	-	-	18.05.1984	1	-	1	-
Ms.	Kiran Mazumdar Shaw	Non-Executive Director	06.02.2008	03.08.2017	-	-	-	-	23.03.1953	5	2	1	1
Mr.	Dinesh Krishna Swamy	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	-	-	79	06.06.1954	1	1	1	-
Mr.	Muthuraman Balasubramanian	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	Yes	10.08.2019	79	26.09.1944	2	2	4	2
Mr.	Arun Seth	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	-	-	79	19.11.1951	4	4	8	-

Mr.	Bangalore Nagappa Subramanya	Non-Executive & Independent Director	08.08.2015	08.08.2018	-	-	-	79	29.04.1957	1	1	3	2
Ms.	Terri Smith Bresenham	Non-Executive & Independent Director	05.08.2021	05.08.2021	-	-	-	8	16.12.1960	1	-	-	-

Whether regular Chairperson appointed – Yes

Whether Chairperson is related to Managing Director or CEO – No

^sPAN number of any director would not be displayed on the website of Stock Exchange.

[&]Category of directors means executive / non-executive/independent / Nominee if a director fits into more than one category write all categories separating them with hyphen.

^{*}to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee*					
2. Nomination & Remuneration Committee					
3. Stakeholders Relationship Committee					
4. Corporate Social Responsibility Committee					
5. Risk Management Committee (if applicable)*					
As per Annexure A					
^{&} Category of directors means executive/non-executive/independent/Nominee if a director fits into more than one category write all categories separating them with hyphen					
[*] The Audit Committee also acts as the Risk Management Committee under Regulation 21 of the SEBI LODR Regulations, 2015.					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
10.11.2021	04.02.2022	Yes	9	5	85
	29.03.2022	Yes	9	5	52

**to be filled in only for the current quarter meetings*

IV. Meetings of Committees					
Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
04.02.2022	Yes – All Members were present	3	3	10.11.2021	85
29.03.2022		3	3		52

Nomination & Remuneration Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
04.02.2022	Yes – All Members were present	3	2	10.11.2021	-

Note: During the quarter, 1 (one) resolution was approved through circulation by the Nomination & Remuneration Committee of the Company on January 03, 2022.

Stakeholders Relationship Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
-	-	-	-	-	-

Corporate Social Responsibility Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
29.03.2022	Yes – All Members were present	3	2	10.11.2021	-

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

VI. Affirmations
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee - Yes b. Nomination & remuneration committee - Yes c. Stakeholders relationship committee - Yes d. Risk management committee (applicable to the top 1,000 listed entities) - Yes 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes 6. Any comments/observations/advice of Board of Directors may be mentioned here.
<p>Sd/-</p> <p>Sridhar S Company Secretary ACS 13399</p>

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given

Annexure A

COMPOSITION OF COMMITTEES							
Sl. No.	Name of the Committee	Whether Regular chairperson appointed	Name of the Committee members	Category(Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Chairperson / Membership	Date of Appointment	Date of Cessation
1	Audit, Risk and Compliance Committee*	Yes	Mr. Bangalore Nagappa Subramanya	Non-Executive & Independent	Chairman	16.07.2015	-
			Mr. Muthuraman Balasubramanian	Non-Executive & Independent	Member	16.07.2015	-
			Mr. Dinesh Krishna Swamy	Non-Executive & Independent	Member	16.07.2015	-
2	Nomination and Remuneration Committee	Yes	Mr. Arun Seth	Non-Executive & Independent	Chairman	26.03.2018	-
			Mr. Dinesh Krishna Swamy	Non-Executive & Independent	Member	16.07.2015	-
			Ms. Kiran Mazumdar Shaw	Non-Executive Director	Member	16.07.2015	-
3	Stakeholders Relationship Committee	Yes	Mr. Muthuraman Balasubramanian	Non-Executive & Independent	Chairman	16.07.2015	-
			Mr. Bangalore Nagappa Subramanya	Non-Executive & Independent	Member	16.07.2015	-
			Mr. Viren Prasad Shetty	Executive Director	Member	16.07.2015	-
4	Corporate Social Responsibility Committee	Yes	Mr. Dinesh Krishna Swamy	Non-Executive & Independent	Chairman	16.07.2015	-
			Mr. Bangalore Nagappa Subramanya	Non-Executive & Independent	Member	16.07.2015	-
			Mr. Viren Prasad Shetty	Executive Director	Member	06.03.2019	-

Note: 1. The Company Secretary of the Company is the Secretary to the above Committees. However, he is not a member.

*The Audit Committee also acts as the Risk Management Committee under Regulation 21 of the SEBI LODR Regulations, 2015.

**Compliance Report on Corporate Governance
for the Financial Year ended on 31st March, 2022**

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.narayanahealth.org/investor-relations
b) Terms and conditions of appointment of independent directors	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
c) Composition of various committees of board of directors	Yes	www.narayanahealth.org/stakeholder-relations/board-committees
d) Code of conduct of board of directors and senior management personnel	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
f) Criteria of making payments to non-executive directors	Yes	www.narayanahealth.org/investor-relations
g) Policy on dealing with related party transactions	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
h) Policy for determining 'material' subsidiaries	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
i) Details of familiarization programmes imparted to independent directors	Yes	www.narayanahealth.org/investor-relations
j) Email address for grievance redressal and other relevant details	Yes	www.narayanahealth.org/investor-relations
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.narayanahealth.org/investor-relations
l) Financial results	Yes	www.narayanahealth.org/stakeholder-relations/financial-results
m) Shareholding pattern	Yes	www.narayanahealth.org/stakeholder-relations/shareholding-pattern
n) Details of agreements entered into with the media companies and/or their associates	NA	NA
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.narayanahealth.org/investor-relations
p) New name and the old name of the listed entity	NA	NA
q) Advertisements as per regulation 47 (1)	Yes	www.narayanahealth.org/investor-relations
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.narayanahealth.org/stakeholder-relations/credit-rating
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.narayanahealth.org/stakeholder-relations/annual-reports
As per other regulations of the LODR:		
a) Whether company has provided	Yes	www.narayanahealth.org/investor-relations

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half Year ending: 31st March, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Director (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Director (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares, etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Director (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Remarks: No loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

Sd/-

Sandhya Jayaraman
Chief Financial Officer

Note:

- 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) by a government company to/ for the Government or government company*
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) by a banking company or an insurance company; and*
 - d) by the listed entity to its employees or directors as a part of the service conditions*
- 2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*

Item	Compliance status (Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
information under separate section on its website as per Regulation 46(2)		relations
b) Materiality Policy as per Regulation 30	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.narayanahealth.org/stakeholder-relations/company-policies
It is certified that these contents on the website of the listed entity are correct.		

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

Sd/-

Sridhar S

Group Company Secretary, Legal & Compliance Officer